

UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK

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<b>In re</b>	<b>Chapter 11</b>
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<b>SEARS HOLDINGS CORPORATION, <i>et al.</i>,</b>	<b>Case No. 18-23538 (SHL)</b>
	:
<b>Debtors.<sup>1</sup></b>	<b>(Jointly Administered)</b>
	:
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**ORDER GRANTING SECOND FINAL JOINT APPLICATION OF PAUL E. HARNER,  
AS FEE EXAMINER AND BALLARD SPAHR LLP, AS COUNSEL TO THE FEE EXAMINER,  
FOR ALLOWANCE OF COMPENSATION FOR PROFESSIONAL SERVICES RENDERED  
AND REIMBURSEMENT OF ACTUAL AND NECESSARY EXPENSES INCURRED FROM  
JULY 1, 2022 THROUGH AUGUST 31, 2022**

Upon consideration of the *Second Final Joint Application of Paul E. Harner, as Fee Examiner and Ballard Spahr LLP, as Counsel to the Fee Examiner, for Allowance of Compensation for Professional Services Rendered and Reimbursement of Actual and Necessary Expenses Incurred from July 1, 2022 Through August 31, 2022* [Docket No. 10648] (the “**Second Final Fee Application**”) filed by Paul E. Harner, as Fee Examiner, and Ballard Spahr LLP, as

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<sup>1</sup> The Debtors in these chapter 11 cases, along with the last four digits of each Debtor’s federal tax identification number, are as follows: Sears Holdings Corporation (0798); Kmart Holding Corporation (3116); Kmart Operations LLC (6546); Sears Operations LLC (4331); Sears, Roebuck and Co. (0680); ServiceLive Inc. (6774); SHC Licensed Business LLC (3718); A&E Factory Service, LLC (6695); A&E Home Delivery, LLC (0205); A&E Lawn & Garden, LLC (5028); A&E Signature Service, LLC (0204); FBA Holdings Inc. (6537); Innovel Solutions, Inc. (7180); Kmart Corporation (9500); MaxServ, Inc. (7626); Private Brands, Ltd. (4022); Sears Development Co. (6028); Sears Holdings Management Corporation (2148); Sears Home & Business Franchises, Inc. (6742); Sears Home Improvement Products, Inc. (8591); Sears Insurance Services, L.L.C. (7182); Sears Procurement Services, Inc. (2859); Sears Protection Company (1250); Sears Protection Company (PR) Inc. (4861); Sears Roebuck Acceptance Corp. (0535); SR – Rover de Puerto Rico, LLC (f/k/a Sears, Roebuck de Puerto Rico, Inc.) (3626); SYW Relay LLC (1870); Wally Labs LLC (None); SHC Promotions LLC (9626); Big Beaver of Florida Development, LLC (None); California Builder Appliances, Inc. (6327); Florida Builder Appliances, Inc. (9133); KBL Holding Inc. (1295); KLC, Inc. (0839); Kmart of Michigan, Inc. (1696); Kmart of Washington LLC (8898); Kmart Stores of Illinois LLC (8897); Kmart Stores of Texas LLC (8915); MyGofer LLC (5531); Rover Brands Business Unit, LLC (f/k/a Sears Brands Business Unit Corporation) (4658); Sears Holdings Publishing Company, LLC. (5554); Sears Protection Company (Florida), L.L.C. (4239); SHC Desert Springs, LLC (None); SOE, Inc. (9616); StarWest, LLC (5379); STI Merchandising, Inc. (0188); Troy Coolidge No. 13, LLC (None); BlueLight.com, Inc. (7034); Sears Brands, L.L.C. (4664); Sears Buying Services, Inc. (6533); Kmart.com LLC (9022); Sears Brands Management Corporation (5365); and SRe Holding Corporation (4816). The location of the Debtors’ corporate headquarters is c/o M-III Partners, LP, 1700 Broadway, 19th Floor, New York, NY 10019.

counsel to the Fee Examiner (collectively, the “**Applicant**”) for final allowance of compensation for professional services rendered and expenses incurred during the period July 1, 2022 through August 31, 2022; and the Court having jurisdiction to consider the Second Final Fee Application and the relief requested therein in accordance with 28 U.S.C. §§ 157 and 1334(b) and the Amended Standing Order of Reference M-431, dated January 31, 2012 (Preska, C.J.); and consideration of the Second Final Fee Application and the relief requested therein being a core proceeding pursuant to 28 U.S.C. § 157(b)(2); and venue being proper before this Court pursuant to 28 U.S.C. §§ 1408 and 1409; and due and proper notice of the Second Final Fee Application and the deadline for filing objections to the relief requested therein having been provided; and the Court having found and determined that all of the applicable requirements of sections 327, 328, 330, and 331 of title 11 of the United States Code, Rule 2016 of the Federal Rules of Bankruptcy Procedure, Rule 2016-1 of the Local Bankruptcy Rules for the Southern District of New York, the Amended Guidelines for Fees and Disbursements for Professionals in Southern District of New York Bankruptcy Cases, effective February 5, 2013 (as adopted by General Order M-447), and the *Order Authorizing Procedures for Interim Compensation and Reimbursement of Expenses of Professionals* (ECF No. 796) have been satisfied with respect to the Second Final Fee Application; and it appearing that the services rendered and expenses incurred by the Applicant for which compensation and reimbursement are allowed hereby were actual, reasonable and necessary; and after due deliberation and sufficient cause appearing therefor,

**IT IS HEREBY ORDERED THAT:**

1. The request for final approval of the fees and expenses sought in the Second Final Fee Application is granted as set forth in Schedule A and Schedule B hereto and the Debtors are authorized and directed to make payment forthwith.

2. This Court shall retain jurisdiction to hear and determine all matters arising from or related to this Order.

Dated: November 15, 2022  
White Plains, New York

/s/ Sean H. Lane  
THE HONORABLE SEAN H. LANE  
UNITED STATES BANKRUPTCY JUDGE

**Schedule A**

Case No. 18-23538 (SHL)  
In re Sears Holdings Corporation, *et al.*

**SECOND FINAL FEE APPLICATION**

(1) APPLICANT	(2) APPLICATION DATE AND DOCKET NO.	(3) FEE PERIOD	(4) FEES REQUESTED	(5) FEES ALLOWED	(6) FEES TO BE PAID UNDER ORDER <sup>1</sup>	(7) EXPENSES REQUESTED	(8) EXPENSES ALLOWED	(9) EXPENSES TO BE PAID UNDER ORDER <sup>2</sup>
Paul E. Harner and Ballard Spahr LLP (Fee Examiner and Counsel to the Fee Examiner)	September 22, 2022 ECF No. 10648	07/01/22 – 08/31/22	\$384,730.00	\$384,730.00	\$384,730.00	\$0.00	\$0.00	\$0.00
<b>TOTAL</b>			<b>\$384,730.00</b>	<b>\$384,730.00</b>	<b>\$384,730.00</b>	<b>\$0.00</b>	<b>\$0.00</b>	<b>\$0.00</b>

Order Date: November 15, 2022

Initials: SHL USBJ

<sup>1</sup> Subject to amounts previously paid by the Debtors.

<sup>2</sup> *Id.*

**Schedule B**

Case No. 18-23538 (SHL)  
In re Sears Holdings Corporation, *et al.*

<b>(1) Applicant</b>	<b>(2) Total Fees Requested</b>	<b>(3) Total Fees Paid</b>	<b>(4) Total Expenses Requested</b>	<b>(5) Total Expenses Paid</b>
Paul E. Harner and Ballard Spahr LLP <sup>1</sup> (Fee Examiner and Counsel to the Fee Examiner)	\$4,008,223.50	\$3,389,563.30	\$6,327.04	\$6,327.04

Order Date: November 15, 2022

Initials: SHL USBJ

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<sup>1</sup> Paul E. Harner and Ballard Spahr LLP's Cumulative Fee Period is April 22, 2019 – August 31, 2022.